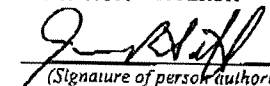
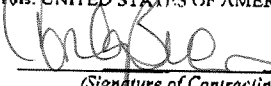


<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>		1. CONTRACT ID CODE		PAGE OF PAGES <b>1</b> <b>2</b>	
2. AMENDMENT/MODIFICATION NO. <b>P00039</b>		3. EFFECTIVE DATE <b>SEE BLOCK 16C</b>		4. REQUISITION/PURCHASE REQ. NO.	
5. PROJECT NO. (If applicable)		6. ISSUED BY <b>COMMANDER, 02-21J</b> <b>SPACE AND NAVAL WARFARE SYSTEMS COMMAND</b> <b>4301 PACIFIC HIGHWAY</b> <b>SAN DIEGO, CA 92110-3127</b> Joel Judy, 02-21M, (619) 524-7179, joel.judy@navy.mil		7. ADMINISTERED BY (If other than Item 6) <b>DCM Boston GD</b> <b>Government Systems Corporation</b> <b>77 "A" Street</b> <b>Needham MA 02194-2892</b>	
CODE <b>N00039</b>		CODE <b>S2203A</b>			
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and ZIP Code)		9A. AMENDMENT OF SOLICITATION NO.		9B. DATED (SEE ITEM 11)	
<b>General Dynamics Government Systems Corporation</b> <b>Worldwide Telecommunications Systems</b> <b>77 "A" Street</b> <b>Needham Heights, MA 02194-2892</b>		10A. MODIFICATION OF CONTRACT/ORDER NO. <b>N68939-97-D-0041</b>		10B. DATED (SEE ITEM 13) <b>29 July 1997</b>	
CODE <b>2D423</b>		FACILITY CODE			
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS					
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter of telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.					
12. ACCOUNTING AND APPROPRIATION DATA (If required) To Be Specified on the Individual Delivery Orders					
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.					
<input checked="" type="checkbox"/> A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A. (Specify authority) THE CHANGES					
<input type="checkbox"/> B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b)					
<input checked="" type="checkbox"/> C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: <b>MUTUAL AGREEMENT OF THE PARTIES</b>					
<input type="checkbox"/> D. OTHER					
E. IMPORTANT: Contractor is not <input checked="" type="checkbox"/> is required to sign this document and return <u>1</u> copies to the issuing office.					
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)					

SEE ATTACHED PAGE

**Continued on Page 2**

15A. NAME AND TITLE OF SIGNER (Type or Print); KL <b>JAMES SULLS CONTRACT MGR</b>		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or Print) <b>CARLA J. BROWN</b>	
15B. CONTRACT/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED <b>11/5/03</b>	16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED <b>11/6/03</b>

1. A selection of Foundry products - SCLINs 4705AA through SCLINs 4705AD - are hereby added to the contract IAW Exhibit P39 B\_A1E Enterprise Connectivity, Interoperability, Communications, and Management and are available on the World Wide Web at: (<http://www.it-umbrella.navy.mil>). SCLIN 4705AA provides Foundry Layer 2/3 Switches/Routers. SCLIN 4705AB provides Foundry Layer 2 Switches. SCLIN 4705AC provides Foundry Software/services. SCLIN 4705AD provides a 3-year warranty plan.. The ViViD discount for these products are 22.55% for SCLIN 4705AA; 28.05% for SCLIN 4705AB; 16.95% for SCLIN 4705AC; and 18.50% for SCLIN 4705AD.
2. Except as provided herein, all other terms and conditions of N68939-97-D-0041 remain unchanged and in full force and effect.